

**Company number: SC141496**

**NOTICE OF ANNUAL GENERAL MEETING**

**Of**

**CAFEDIRECT PLC (“the Company”)**

Notice is hereby given that the Annual General Meeting of the Company will be held online on 26 June 2026 from 14.00 to 17.00 to consider the following business:

**Agenda**

- (1) To receive the Accounts of the Company for the year ended 31 December 2025 together with the Reports of the Directors and the Auditor of the Company.
- (2) To reappoint Robert Humphreys retiring as a Director in accordance with the Articles of Association of the Company and, being eligible, offers himself for re-election as a Director of the Company.
- (3) To reappoint Silvia Herrera retiring as a Director in accordance with the Articles of Association of the Company and, being eligible, offers herself for re-election as a Director of the Company.
- (4) To indicate satisfaction with the arrangements for determining the pay of executive directors that are the subject of the report by the Remuneration Committee in the Directors’ report.
- (5) To appoint Crowe U.K LLP as Auditor of the Company until the conclusion of the next Annual General Meeting of the Company at which Accounts are laid before the Members and to authorise the Directors to determine the remuneration of the Auditor.
- (6) To consider and vote on the resolutions below, to amend the articles of association of the Company. The resolutions are proposed as special resolutions, pursuant to the Companies Act 2006:

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**Cafédirect plc, Bent Ley Industrial Estate, Bent Ley Road, Meltham, HD9 4EP | T +44 (0)207 033 6000 | [info@cafedirect.co.uk](mailto:info@cafedirect.co.uk)**

Cafédirect plc Registered in Scotland | Registered address 4th Floor, 115 George Street, Edinburgh EH2 4JN | Registered No. 141496 | VAT No. 442 0727 19 | FLO ID 1023 |

ORG P4829;FTP04829;DC04829

## **SPECIAL RESOLUTIONS - Articles of association**

### (6.1) Resolution 1 - Share Capital- Class of shares

to amend Article 9 from:

*The authorised share capital of the Company at the adoption of these regulations is £3,750,000 divided into 14,999,999 Ordinary Shares of £0.25 each and 1 Guardians Share of £0.25.*

to read: “The share capital of the Company at the date of the adoption of these regulations is divided into Ordinary Shares of £0.25 each and 1 Guardians Share of £0.25.”

### (6.2) Resolution 2 - Increasing share capital

to amend Article 11 from:

*The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts as the resolution shall prescribe. All new shares created on any such increase of capital shall be subject to the provisions of the Companies Act 2006 and of these regulations with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.*

to read: “The Company may from time to time by Ordinary Resolution increase its capital by such number to be divided into shares of such amounts as the resolution shall prescribe. All new shares created on any such increase of capital shall be subject to the provisions of the Companies Act 2006 and of these regulations with reference to allotment, payment of calls, lien, transfer, transmission, forfeiture and otherwise.”

### (6.3) Resolution 3 – Removal of references to authorised share capital

to amend Article 16, currently:

*In accordance with section 551 of the Companies Act 2006 and subject to this regulation, the Directors are generally and unconditionally authorised during the period of five years from the date of the adoption of these regulations by the Company (and the period or periods of any renewal or renewals of that authority pursuant to such section) generally to exercise the power of the Company to allot shares and to make offers and agreements which would or might require shares (whether before or after expiry of such authority) to be allotted, but so that this authority shall be limited to allotment of shares to an aggregate maximum amount equal to the authorised share capital of the Company upon adoption of these regulations and*

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*no share shall be issued at a discount. The authority given under this regulation may at any time be renewed, revoked or varied by Ordinary Resolution of the Company.*

by the removal of the word “authorised” and the words “upon adoption of these regulations”

(6.4) Resolution 4 - Dates of Annual General Meetings

to amend Article 35 from:

*An Annual General Meeting shall be held once in every year, at such time (within a period of not more than fifteen months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Directors. All other General Meetings shall be called Extraordinary General Meetings.*

to read: “An Annual General Meeting shall be held once in every year, at such time and place as may be determined by the Directors.”

James Wilkinson  
Company Secretary

**Registered office:** 115 George Street, Edinburgh, Scotland, EH2 4JN

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## Notes for the General Meeting

These explanatory notes are provided to give Members further information about the business to be considered at the Annual General Meeting. They do not form part of the resolutions themselves.

- Resolution 1 (at 6.1) This special resolution proposes an amendment to Article 9 of the Company's articles of association to clarify and restate that the Company's share capital is divided into Ordinary Shares of £0.25 each and one Guardians Share of £0.25. It removes a reference to an authorised amount of share capital.
- Resolution 2 (at 6.2) This special resolution proposes an amendment to Article 11 of the articles of association to update the wording that relates to increases in the Company's share capital.
- The revised wording allows the Company, by ordinary resolution, to increase its share capital by such amount as the Members may determine, rather than by reference to a fixed sum. This provides greater flexibility in future, including the ability to express increases in share capital by reference to a percentage rather than a monetary amount.
- Resolution 3 (at 6.3) This special resolution proposes an amendment to Article 16 to remove references to "authorised" share capital and to the words "upon adoption of the regulations".
- The concept of authorised share capital was abolished by the Companies Act 2006 but can be retained by a company. This amendment removes the term so that the articles of association are consistent with current company law.
- Resolution 4 (at 6.4) This special resolution proposes an amendment to Article 35 to update the provisions relating to the timing of Annual General Meetings.
- Under the Companies Act 2006, companies are no longer subject to the same statutory timing restrictions that applied under earlier legislation. The amended wording provides that an Annual General Meeting shall be held once in every year, at such time and place as may be determined by the Directors. This gives the Company greater flexibility in arranging its meetings, including giving it the ability to hold meetings electronically where permitted.

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